



One James Center
Richmond, Virginia 23219
(804) 782-6753

Ellen M. Fitzsimmons
Assistant General Counsel

June 28, 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
12 Street and Constitution Ave., N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11301(a) are two (2) copies each of a Partial Termination of Lease dated as of March 17, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim User Agreement which was previously filed with the Board under Recordation Number 19915.

The names and addresses of the parties to the enclosed documents are:

Lessor: General Electric Company
2910 East Lake Road
Erie, PA 16531

Lessees: The Baltimore and Ohio Chicago
Terminal Railroad Company
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed documents is:

two (2) CW44AC locomotives CSXT 211 through
CSXT 212, inclusive.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Enclosures

Robert Dupont
Counters Part

19915-D

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SURFACE TRANSPORTATION BOARD

SURFACE TRANSPORTATION BOARD

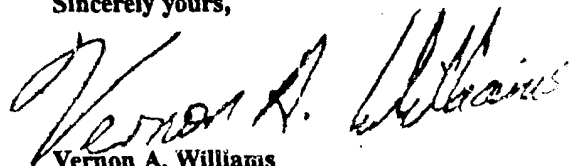
6/28/96

Ellen M. Fitzsimmons
Assistant General Counsel
ITA Corporation
One James Center
Richmond, VA., 23219

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/28/96 at 2:15PM, and assigned recordation number(s). 19915-D and 19915-E.

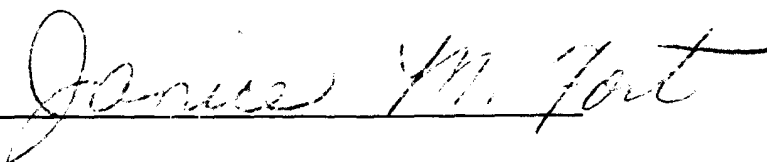
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19915-D

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, is made as of the 27th day of June, 1996, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a Virginia corporation ("CSXT"), and The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Interim User Agreement dated January 22, 1996 (the "Lease"), which covered diesel electric locomotives bearing road numbers 116 - 197 (inclusive); and

WHEREAS, a Memorandum of the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on January 30, 1996, at 10:20 a.m. and given Recordation Number 19915; and

WHEREAS, subsequent to filing the Memorandum of Lease with the ICC, GE, CSXT and Railroad have agreed to change the road numbers assigned to 25 of the 82 diesel electric locomotives covered by the Lease, such that former road numbers 174-198 are now road numbers 201-225; and

WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease solely with respect to two (2) of the 82 diesel electric locomotives originally covered thereby, and to record such partial termination and cancellation with the Surface Transportation Board;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

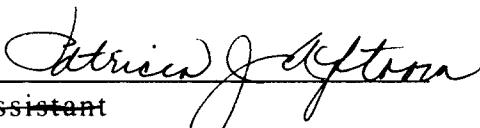
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective June 27, 1996, but solely with respect to the following equipment: two (2) General Electric Company Model AC 4400 Diesel Electric Locomotives bearing Road Numbers 211-212, inclusive (the "Terminated Equipment").

2. The parties agree to record this Partial Termination of Lease with the Surface Transportation Board so as to release GE's lien against the Terminated Equipment.


3. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

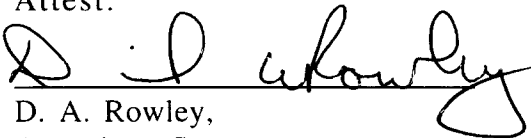
Attest:


Assistant
Corporate Secretary

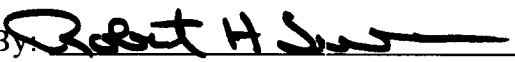
**THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY**

By: 
John C. Eccleston,
Assistant Treasurer

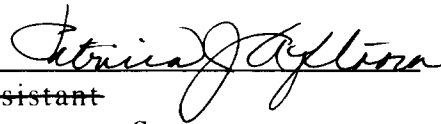
Attest:


D. A. Rowley,
Attesting Secretary

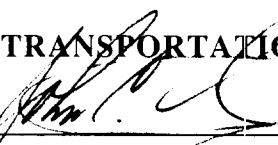
GENERAL ELECTRIC COMPANY

By: 
Robert H. Swan, Chief Financial
Officer

Attest:


Assistant
Corporate Secretary

CSX TRANSPORTATION, INC.

By: 
John C. Eccleston,
Assistant Treasurer

State of Florida }

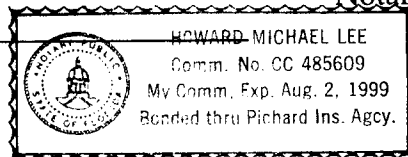
County of Duval }

On this 27th day of June, 1996, before me personally appeared John C. Eccleston, to me personally known, who, being duly sworn, did say that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Howard Michael Lee

Notary Public

My commission expires: _____



Commonwealth of Pennsylvania }

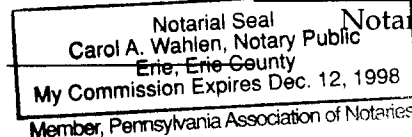
County of Erie }

On this 26th day of June, 1996, before me personally appeared Robert H. Swan to me personally known, who, being duly sworn, did say that he is Chief Financial Officer of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Carol A. Wahlen

Notary Public

My commission expires: _____



State of Florida }

County of Duval }

On this 27th day of June, 1996, before me personally appeared John C. Eccleston, to me personally known, who, being duly sworn, did say that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Howard Michael Lee

Notary Public

My commission expires: _____

